

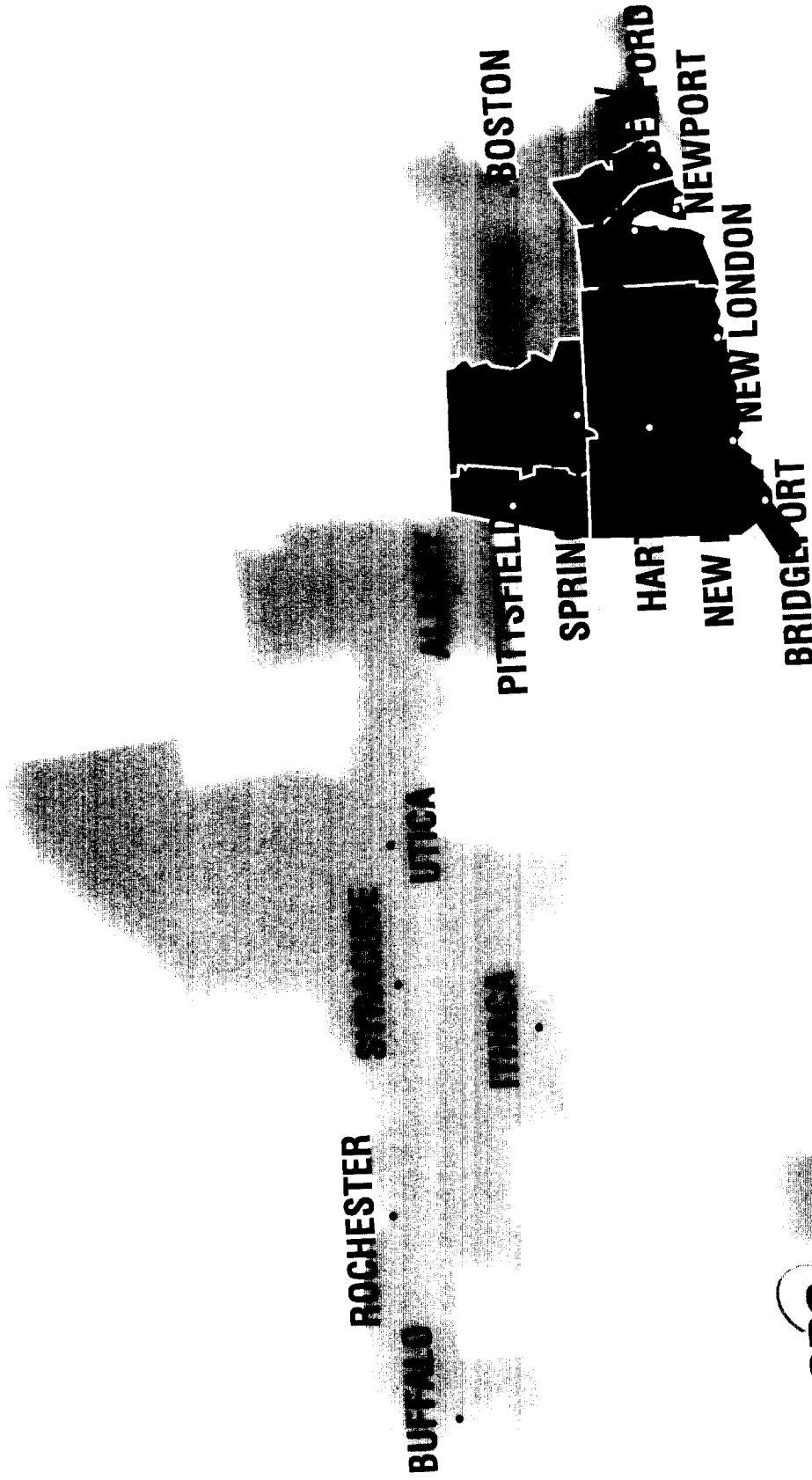
**ATTACHMENT F**

**SBC'S 1997 GROWTH PROFILE**

**ATTACHMENT G**

**CELLULAR COVERAGE MAP AND MATRIX**

# SBC's and SNET's Complementary Cellular Properties



# CMRS Service Territories in New England and Upstate New York (by state)\*

	Bell Atlantic	Sprint PCS	AT&T Wireless	Nextel	Omni- point	SBC	SNET
Conn.	X	X	X	X	X		X
Maine	X	X	X	X			
Mass.	X	X	X	X	X	X	X
N.H.	X	X	X	X	X	X	
N.Y.	X	X	X	X	X	X	
R.I.	X	X	X	X			X
Vermont	X	X		X	X		

\*Carriers authorized to provide CMRS service in a portion of (or all of) the state.



Response to Item 10.

SBC owns or controls subsidiaries which provide directory publishing and classified publishing in addition to a variety of communications services. Additional information regarding SBC's subsidiaries is contained in SBC's Form 430, which has been filed as an attachment to the Form 490 applying for the Commission's consent to transfer control of the licenses held by SNET Cellular, Inc. (call signs KNKN849, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. That 490 was filed concurrently with this Form 704. Any additional information sought by the Commission will be provided upon request.



Response to Item 14.a.(1)

Attached is a certified copy of the Articles of Incorporation of the Transferee corporation.




*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SOUTHWESTERN BELL CORPORATION", FILED IN THIS OFFICE ON THE FIFTH DAY OF OCTOBER, A.D. 1983, AT 2 O'CLOCK P.M.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

2018584 8100

981040608

AUTHENTICATION: 8897079

DATE: 02-02-98

2018-84

732720023

CERTIFICATE OF INCORPORATION  
OF  
SOUTHWESTERN BELL CORPORATION

FILED

OCT 05 2PM  
1983

*Michael K. Kim*  
SECRETARY OF STATE

ARTICLE ONE:

The name of the corporation is Southwestern Bell Corporation.

ARTICLE TWO:

The address of the registered office of the corporation in the State of Delaware is 100 West Tenth Street, Wilmington, Delaware 19801, County of New Castle. The name of the registered agent of the corporation at such address is The Corporation Trust Company.

ARTICLE THREE:

The purpose of the corporation is to engage in any business, lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR:

The corporation shall have perpetual existence.

ARTICLE FIVE:

The aggregate number of shares which the corporation is authorized to issue is 360,000,000 shares, consisting of 350,000,000 common shares having a par value of \$1 per share and 10,000,000 preferred shares having a par value of \$1 per share.

The preferred shares may be issued from time to time in one or more series. The Board of Directors is authorized to establish by resolution the number of preferred shares in each series, the designation thereof, the powers, preferences, and rights and the qualifications, limitations or restrictions of each series and the variations, if any, as between each series.

No holder of any class or series of shares shall have any preemptive right to purchase any additional issue of shares of the corporation of any class or series or any security convertible into any class or series of shares.

ARTICLE SIX:

The business and affairs of the corporation shall be under direction of a Board of Directors. The number of directors, their terms and the manner of their election shall be fixed by the Bylaws of the corporation. The directors need not be

elected by written ballot unless required by the Bylaws of the corporation.

ARTICLE SEVEN:

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the corporation, except that any Bylaw of the corporation providing for the maximum number of Directors that may serve on the Board of Directors, or providing for a classified Board of Directors with staggered terms of office or requiring the approval by the shareholders or the Board of Directors of any business combinations may only be amended or repealed by a two-thirds majority vote of the total number of shares of stock of the corporation then outstanding and entitled to vote.

ARTICLE EIGHT:

Notwithstanding any other provisions of this Certificate of Incorporation or the Bylaws of the corporation, no action which is required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken by written consent without a meeting, except where such consent is signed by stockholders representing at least two-thirds of the total number of shares of stock of the corporation then outstanding and entitled to vote thereon.

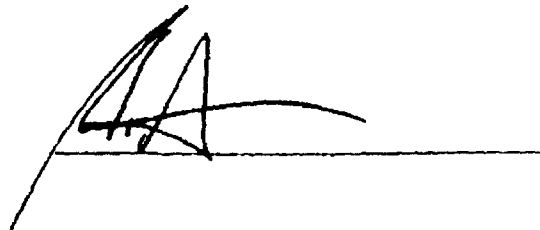
ARTICLE NINE:

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

ARTICLE TEN:

The incorporator of the corporation and his mailing address is R. Victor Bernstein, 195 Broadway, New York, New York 10007.

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 4th day of October, 1983.

A handwritten signature in black ink, appearing to be 'R. Victor Bernstein', is written over a horizontal line.

*State of Delaware*  
*Office of the Secretary of State* PAGE 1

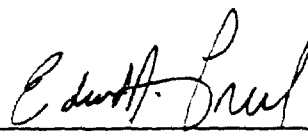
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOUTHWESTERN BELL CORPORATION", CHANGING ITS NAME FROM "SOUTHWESTERN BELL CORPORATION" TO "SBC COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 1995, AT 12:50 O'CLOCK P.M.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 8897084

DATE: 02-02-98

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:50 PM 04/28/1995  
950094435 - 2018584

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
SOUTHWESTERN BELL CORPORATION**

**SOUTHWESTERN BELL CORPORATION**, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of **SOUTHWESTERN BELL CORPORATION** resolutions were duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED FURTHER**, that the Board of Directors proposes to the Shareowners that Article One of the Certificate of Incorporation of Southwestern Bell Corporation be amended in its entirety to read as follows:

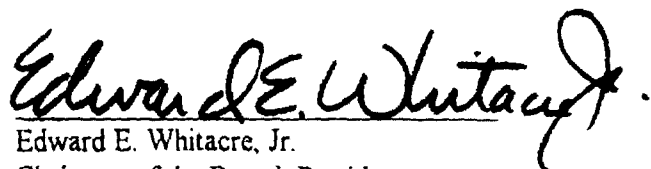
"The name of the corporation is **SBC Communications Inc.**"

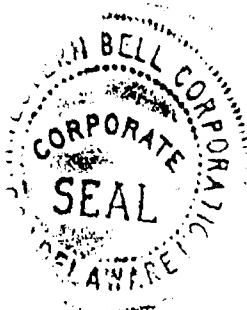
**SECOND:** That thereafter, pursuant to the resolution of the Board of Directors, the annual meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.


**IN WITNESS WHEREOF,** said Southwestern Bell Corporation has caused this certificate to be signed by Edward E. Whitacre, Jr., its Chairman of the Board of Directors, President and Chief Executive Officer, and Judith M. Sahm, its Secretary, this 28th day of April, 1995.

**SOUTHWESTERN BELL CORPORATION**

  
Edward E. Whitacre, Jr.  
Chairman of the Board, President  
and Chief Executive Officer



Attest:

  
Judith M. Sahm  
Secretary



Response to Item 14.a.(2)

Attached is a page from the proxy statement of SBC dated March 11, 1997, listing stock ownership by senior officers and directors of SBC. No stockholder owns 10 percent or more of SBC's stock. SBC is a publicly traded corporation which has approximately 920 million shares outstanding as of the date of filing (1.84 billion after March 19, 1998, when a two-for-one stock split takes effect). The stock ownership of all of its officers and directors combined is less than one percent of outstanding common stock. All officers and directors can be addressed at 175 East Houston Street, San Antonio, TX 78205.



# COMMON STOCK OWNERSHIP OF DIRECTORS AND OFFICERS

## SBC Directors and Named Officers

The following table sets forth the beneficial ownership of SBC common stock as of February 21, 1997 (including shares acquired under the SBC Savings Plan as of December 31, 1996), held by each Director and each officer named in the Compensation Charts on pages 21-25. As of that date, each Director and officer listed below, and all Directors and executive officers as a group, owned less than one percent of the outstanding SBC common stock. Except as noted below, the persons listed in the table have sole voting and investment power with respect to the securities indicated.

Name of Beneficial Owner	Total SBC Beneficial Ownership (including options) <sup>(1)(2)</sup>	Name of Beneficial Owner	Total SBC Beneficial Ownership (including options) <sup>(1)(2)</sup>
Clarence C. Barksdale <sup>3</sup>	3,000	Haskell M. Monroe, Jr.	5,721
James E. Barnes	3,000	Carlos Slim Helú	1,000
Jack S. Blanton <sup>4</sup>	51,000	Patricia P. Upton	2,500
August A. Busch III	9,026	Edward E. Whitacre, Jr.	1,050,990
Ruben R. Cardenas	13,841	Royce S. Caldwell	183,301
Martin K. Eby, Jr.	10,000	Charles E. Foster	207,790
Tom C. Frost	5,217	William E. Dreyer	170,384
Jess T. Hay	10,000	James D. Ellis	182,708
Bobby R. Inman	1,600	All executive officers and Directors as a group	
Charles F. Knight	7,000	(consisting of 22 persons, including those named above)	2,362,370

Includes presently exercisable stock options and stock options which will become exercisable within 60 days of the date of this table. Messrs. Whitacre, Caldwell, Foster, Dreyer, Ellis and all executive officers and Directors as a group hold 776,832; 152,796; 177,547; 129,887; 135,403; and 1,731,348 of such options, respectively.

Included in "Total SBC Beneficial Ownership" are restricted shares held by non-employee Directors, each of whom has sole voting power but no investment power until the lapse of the restrictions. Also included are shares held in an employee benefit plan for Messrs. Whitacre, Caldwell, Foster, Dreyer and Ellis who have sole voting power but no investment power with respect to 576; 194; 671; 54; and 605 shares, respectively. In addition, Messrs. Barnes, Blanton, Busch, Frost, Monroe, Whitacre, Caldwell, Foster, Dreyer and Ellis share voting and investment power with other persons with respect to 2,000; 35,000; 4,900; 94; 4,641; 15,834; 8,122; 13,610; 6,514; and 5,870 shares, respectively.

<sup>3</sup> Mr. Barksdale also owns 1,000 shares of PAC.

<sup>4</sup> Of the reported shares, Mr. Blanton disclaims beneficial ownership of 15,000 shares which are held by Mr. Blanton as trustee for the benefit of family members.



Response to Item 14.b.

SBC is a holding company and does not directly hold any FCC licenses. SBC directly and indirectly holds interests in multiple subsidiaries that are FCC licensees. One of SBC's Directors is a citizen of Mexico. Since SBC is not a licensee nor is it applying for an FCC license, the fact that one member of its 14-member Board of Directors is a Mexican national is permissible under Section 310(b)(4) of the Communications Act.<sup>1</sup>

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<sup>1</sup> 47 U.S.C. § 310(b)(4) (West, WESTLAW through Pub. L. No. 105-41).



Response to Items 21. and 22.

21. See SBC's Form 430, which has been filed as an attachment to the Form 490 applying for the Commission's consent to transfer control of the licenses held by SNET Cellular, Inc. (call signs KNKN849, et al.) from Southern New England Telecommunications Corporation to SBC Communications Inc. That Form 490 was filed concurrently with this Form 704.
22. In the normal course of business, some licenses of direct or indirect subsidiaries of SBC are no longer used. Each licensee has filed the appropriate forms with the FCC that would reflect the licenses in which each licensee had an interest at the time of filing. As stated in the response to Item 17., SBC has never had any station authorization revoked or had any application for construction permit, license, or renewal denied by the Commission.



Response to Item 27.b.

SBC has relied upon the representations and warranties of Southern New England Telecommunications Corporation and its affiliates ("SNET") and upon its independent review of the documents filed with the Commission by SNET with respect to the compliance by SNET with its current authorizations and the Commission's rules. SBC and SNET have commenced an independent review process of SNET's authorizations and facilities and will make appropriate changes as required.





Pursuant to 47 C.F.R. § 101.19(c) (1996), the Applicants state that this transfer of control application is categorically exempt from environmental processing under 47 C.F.R. § 1.1306 (1996) because a mere transfer of control can have no environmental impact.